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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III

OMB APPROVAL	
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## FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 ThereunderREPORT FOR THE PERIOD BEGINNING 01/01/05 AND ENDING 12/31/05  
MM/DD/YY MM/DD/YY

## A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Mitchell Securities Inc.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

PO Box 31 213 Victor Herbert Rd.

Lake Placid

(City and State)  
NY 12946

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT  
Thomas F Flynn 732-842-9450

(Area Code - Telephone Number)

## B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

O'Connor Davies Munns &amp; Dobbins

(Name - if individual, state last, first, middle name)

60 East 42nd St.

New York NY 10165

(Address)

(City)

(State)

(Zip Code)

## CHECK ONE:

- ☒ Certified Public Accountant
- ☐ Public Accountant
- ☐ Accountant not resident in United States or any of its possessions.

PROCESSED

APR 26 2006

THOMSON  
FINANCIAL

## FOR OFFICIAL USE ONLY

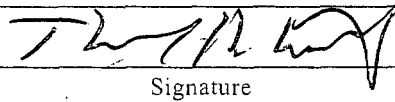
\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

OATH OR AFFIRMATION

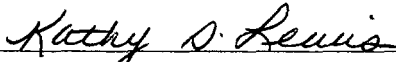
I, Thomas S Mitchell, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Mitchell Securities Inc., as of December 31, 2005, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

None

KATHY S. LEWIS  
Notary Public  
State of New York  
Reg. No. 4992331  
Essex County  
Expires 2/24/06

  
Signature

President  
Title

  
Notary Public

This report \*\* contains (check all applicable boxes):

- ☒ (a) Facing Page.  
☒ (b) Statement of Financial Condition.  
☒ (c) Statement of Income (Loss).  
☒ (d) Statement of ~~Changes in Financial Condition~~ **CASH FLOWS**.  
☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.  
☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.  
☒ (g) Computation of Net Capital.  
☒ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.  
☒ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.  
☒ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.  
☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.  
☒ (l) An Oath or Affirmation.  
☐ (m) A copy of the SIPC Supplemental Report.  
☒ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).



O'Connor Davies Munns & Dobbins, llp  
ACCOUNTANTS AND CONSULTANTS

## INDEPENDENT AUDITORS' REPORT

Board of Directors  
Mitchell Securities, Inc.

We have audited the accompanying statements of financial condition of Mitchell Securities, Inc. as of December 31, 2005 and 2004, and the related statements of income, changes in stockholder's equity and cash flows for the years then ended that you are filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Mitchell Securities, Inc. as of December 31, 2005 and 2004, and the results of its operations, its changes in stockholder's equity, and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in supplementary schedules I, II and III is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 of the Securities and Exchange Commission. Such information has been subjected to the auditing procedures applied in the examination of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole, and in conformity with the rules of the Securities and Exchange Commission.

*O'Connor Davies Munns & Dobbins, LLP*

February 17, 2006  
New York, NY

**MITCHELL SECURITIES, INC.**

**STATEMENTS OF FINANCIAL CONDITION**

**DECEMBER 31, 2005 AND 2004**

**A S S E T S**

	<u>2005</u>	<u>2004</u>
Cash and cash equivalents	\$ 4,535	\$ 68,474
Receivable - clearing broker	<u>133,309</u>	<u>89,828</u>
Total assets	<u>\$137,844</u>	<u>\$158,302</u>

**LIABILITIES AND STOCKHOLDER'S EQUITY**

Liabilities		
Accounts payable and accrued expenses	<u>\$ 15,420</u>	<u>\$ 27,226</u>
Stockholder's equity		
Capital stock, (\$1 par value, 1,000 shares authorized, 100 shares issued and outstanding)	100	100
Additional paid-in-capital	14,122	14,122
Retained earnings	<u>108,202</u>	<u>116,854</u>
Total stockholder's equity	<u>122,424</u>	<u>131,076</u>
Total liabilities and stockholder's equity	<u>\$137,844</u>	<u>\$158,302</u>

See notes to financial statements.

MITCHELL SECURITIES, INC.

STATEMENTS OF INCOME

YEARS ENDED DECEMBER 31, 2005 AND 2004

	<u>2005</u>	<u>2004</u>
Revenues		
Commission income	\$1,441,871	\$1,261,830
Other income	44,794	13,689
Interest and dividend income	<u>870</u>	<u>368</u>
Total revenues	<u>1,487,535</u>	<u>1,275,887</u>
Expenses		
Salaries and wages	106,448	64,742
Payroll taxes and employee benefits	11,572	12,478
Management fee	246,008	221,000
Clearance fees	384,143	333,534
Occupancy	13,475	14,400
Professional fees	28,825	22,181
Other expenses	<u>83,553</u>	<u>66,180</u>
Total expenses	<u>874,024</u>	<u>734,515</u>
Net income	<u>\$ 613,511</u>	<u>\$ 541,372</u>

See notes to financial statements.

MITCHELL SECURITIES, INC.

STATEMENT OF CHANGES IN STOCKHOLDER'S EQUITY

YEARS ENDED DECEMBER 31, 2005 AND 2004

	<u>Capital Stock</u>	<u>Additional Paid-in Capital</u>	<u>Retained Earnings</u>	<u>Total</u>
Balance, January 1, 2004	\$100	\$14,122	\$ 18,952	\$ 33,174
Shareholder distributions			( 443,470)	( 443,470)
Net income - 2004	—	—	<u>541,372</u>	<u>541,372</u>
Balance, December 31, 2004	100	14,122	116,854	131,076
Shareholder distributions			( 622,163)	( 622,163)
Net income - 2005	—	—	<u>613,511</u>	<u>613,511</u>
Balance, December 31, 2005	<u>\$100</u>	<u>\$14,122</u>	<u>\$108,202</u>	<u>\$122,424</u>

See notes to financial statements.

MITCHELL SECURITIES, INC.

STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2005 AND 2004

	<u>2005</u>	<u>2004</u>
Cash Flows From Operating Activities		
Net income	\$613,511	\$541,372
Adjustment to reconcile net income to net cash provided by operating activities		
Depreciation		6,212
Net change in operating assets and liabilities		
Fees receivable	( 43,481)	( 49,669)
Accounts payable and accrued expenses	( <u>11,806</u> )	( <u>11,474</u> )
Net cash provided by operating activities	<u>558,224</u>	<u>486,441</u>
Cash Flows From Investing Activities		
Capital withdrawn by shareholder	( <u>622,163</u> )	( <u>443,470</u> )
Net cash used by investing activities	( <u>622,163</u> )	( <u>443,470</u> )
(Decrease) increase in cash	( 63,939)	42,971
Cash and cash equivalents, beginning of year	<u>68,474</u>	<u>25,503</u>
Cash and cash equivalents, end of year	<u>\$ 4,535</u>	<u>\$ 68,474</u>

See notes to financial statements.

**MITCHELL SECURITIES, INC.**

**NOTES TO FINANCIAL STATEMENTS**

**Note 1. Summary of Significant Accounting Policies**

***Organization***

The company is a registered broker-dealer, functioning as an introducing broker and has a standard agreement with its clearing broker. All securities transactions are introduced and cleared on a fully disclosed basis through the clearing broker. The company sells investment research services.

***Securities Transactions***

Securities transactions are recorded on a trade date basis, generally the third business day following the transaction date.

***Income Taxes***

The company has elected S corporation status for federal income tax purposes, whereby the corporate income or loss is reported on the personal return of the shareholder.

***Cash Equivalents***

For purposes of the statement of cash flows, the company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

***Equipment***

Equipment is stated at cost. Depreciation is provided over the estimated useful lives of the assets.

***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.



**MITCHELL SECURITIES, INC.**

**NOTES TO FINANCIAL STATEMENTS**

(Continued)

**Note 1. Summary of Significant Accounting Policies (Continued)**

***Concentration of Credit Risk***

The company's financial instruments that are potentially exposed to concentrations of credit risk consists primarily of cash, cash equivalents and accounts receivable. The company places its cash and cash equivalents with quality financial institutions. The company's accounts receivable consists of an amount due from their clearing broker. As a consequence, concentration of credit risk is limited.

**Note 2. Commitments and Related Party Transactions**

The company leases office space from a related party on a month to month basis. Total rental expense for the years ended December 31, 2005 and 2004 was \$13,475 and \$14,400, respectively.

**Note 3. Net Capital Requirements**

The company is subject to the Securities and Exchange Commissions Uniform Net Capital Rule (Rule 15c3-1), which requires the maintenance of minimum net capital, and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1. As of December 31, 2005, the company had net capital of \$121,842 which was \$116,842 in excess of its required net capital. The company's net capital ratio was .127 to 1.

SUPPLEMENTARY INFORMATION  
PURSUANT TO RULE 17a-5 OF THE  
SECURITIES EXCHANGE ACT OF 1934

AS OF DECEMBER 31, 2005

MITCHELL SECURITIES, INC.SCHEDULE OF COMPUTATION OF NET CAPITAL UNDER  
SECURITIES AND EXCHANGE COMMISSION RULE 15c3-1AS OF DECEMBER 31, 2005Net Capital

Total ownership equity from Statement of Financial Condition	<u>\$122,424</u>
Net capital before haircuts on securities	122,424
Haircuts on securities	
Trading and investment securities	
Exempted securities - broker money market fund	<u>582</u>
Net capital	<u>\$121,842</u>

Computation of Basic Net Capital Requirement

Minimum net capital required (6-2/3% of aggregate indebtedness)	<u>\$ 1,029</u>
Minimum dollar net capital required	<u>\$ 5,000</u>
Excess net capital	<u>\$116,842</u>

Computation of Aggregate Indebtedness

Total Aggregate Indebtedness liabilities	<u>\$ 15,420</u>
Percent of aggregate indebtedness to net capital	<u>12.7%</u>

Reconciliation of Computation of Net Capital  
Under Securities and Exchange Commission Rule 15c3-1

There are no material differences between the above calculation and the calculation included in the company's unaudited FOCUS Report as of December 31, 2005.

MITCHELL SECURITIES, INC.

SCHEDULE OF COMPUTATION OF RESERVE REQUIREMENTS  
UNDER EXHIBIT A OF SECURITIES AND EXCHANGE COMMISSION RULE 15c3-3

AS OF DECEMBER 31, 2005

The firm is engaged in a general securities business and carried no customer accounts on its books. All customer transactions are cleared through another stock brokerage firm on a fully disclosed basis.

MITCHELL SECURITIES, INC.

SCHEDULE RELATING TO THE POSSESSION OR CONTROL REQUIREMENTS  
UNDER SECURITIES AND EXCHANGE COMMISSION RULE 15c3-3

AS OF DECEMBER 31, 2005

The firm is engaged in a general securities business and carried no customer accounts on its books. All customer transactions are cleared through another stock brokerage firm on a fully disclosed basis and the firm does not have possession of customer securities.



INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL STRUCTURE  
REQUIRED BY SEC RULE 17a-5

Board of Directors  
Mitchell Securities, Inc.

In planning and performing our audit of the financial statements and supplemental schedules of Mitchell Securities, Inc. (the "Company"), for the year ended December 31, 2005, we considered its internal control structure, including control activities safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control structure.

Also, as required by Rule 17a-5(g)(1) of the Securities Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under Rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons
2. Recordation of differences required by Rule 17a-13
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

The management of the Company is responsible for establishing and maintaining an internal control structure and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgements by management are required to assess the expected benefits and related costs of internal control structure policies and procedures and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of an internal control structure and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control structure or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that errors or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving the internal control, including control activities for safeguarding securities, that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2005, to meet the SEC's objectives.

Our opinion recognizes that it is not practicable in a company the size of Mitchell Securities, Inc. to achieve all the divisions of duties and cross-checks generally included in a system of internal accounting control, and alternatively, greater reliance must be placed on surveillance by management. This report is intended solely for the use of management, the SEC, the National Association of Securities Dealers, Inc. and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.



O'Connor Davies Munns & Dobbins, LLP

February 17, 2006  
New York, NY

**MITCHELL SECURITIES, INC.**

**FINANCIAL STATEMENTS**

**DECEMBER 31, 2005 AND 2004**